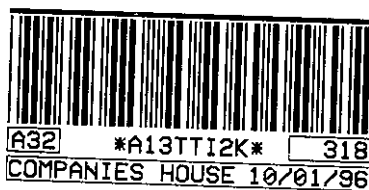


SHOWART LIMITED
REPORT AND ACCOUNTS

for the year ended
31 DECEMBER 1994

— 2500726 —



SHOWART LIMITED

DIRECTORS AND ADVISORS

DIRECTORS

M Kingshott (Chairman)
P J Bushnell
M R C Carpenter

SECRETARY

Henderson Secretarial Services Limited

AUDITORS

Smith & Williamson
Chartered Accountants
No 1 Riding House Street
London W1A 3AS

SOLICITORS

Watson, Farley & Williams
15 Appold Street
London EC2A 2HB

REGISTERED OFFICE

3 Finsbury Avenue
London EC2M 2PA

COMPANY REGISTERED NUMBER

2500726

SHOWART LIMITED

REPORT OF THE DIRECTORS

The directors present their report together with the accounts for the year ended 31 December 1994.

Principal Activity and Review of Affairs

In the period ended 18 February 1994, the company held a leasehold interest in a single property and charged rent to the lessee, being the parent company, during that period.

On 18 February 1994, the company sold its interest in the leasehold property for £400,000 and effectively ceased its trading activities from that date.

On the same date, the entire share capital of the company was acquired from Skillion Limited by Trust Union Properties (Number Twenty-Three) Limited.

Directors

The directors in office at the end of the period and those who served during the period were as follows:-

M.J. Kingshott

P. Duffy (Resigned 30 June 1995)

Messrs P J Bushnell and M R C Carpenter were appointed as directors on 30 June 1995. On the same date, Mr P J Duffy resigned as a director of company.

None of the directors held an interest in the share capital of the company.

Auditors

A resolution to re-appoint the auditors, Messrs. Smith & Williamson, will be proposed at the next Annual General Meeting.

BY ORDER OF THE BOARD



DIRECTOR

Smith & Williamson

Chartered Accountants

REPORT OF THE AUDITORS TO THE SHAREHOLDERS OF SHOWART LIMITED

We have audited the accounts on pages 4 to 8 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 3, the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

Basis of opinion

We have conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It is also an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs at 31 December 1994 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

SMITH & WILLIAMSON
Chartered Accountants
Registered Auditors

No 1 Riding House Street
London W1A 3AS

2 January, 1996

SHOWART LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNT

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit and loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

SHOWART LIMITED**PROFIT AND LOSS ACCOUNT for the year ended 31 DECEMBER 1994**

	Notes	1994 £	1993 £
Turnover	1	3,379	25,000
Direct costs		(4,516)	119,000
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	2	(1,137)	144,000
Taxation	3	9,974	(6,270)
PROFIT FOR THE YEAR		8,837	137,730
ACCUMULATED (LOSSES) brought forward		(1,050,829)	(1,188,559)
ACCUMULATED (LOSSES) carried forward		(1,041,992)	(1,050,829)

All the company's operations are classed as discontinued and there are no recognised gains and losses other than the results for the year.

SHOWART LIMITED

BALANCE SHEET as at 31 DECEMBER 1994

	Notes	1994 £	1993 £
Fixed Assets			
Tangible assets	4	-	400,000
Current Assets			
Debtors	5	1,224	2
Creditors: Amounts falling due within one year	6	(7,381)	(22,496)
Net current liabilities		(6,157)	(22,494)
Total assets less current liabilities		(6,157)	377,506
Creditors: Amounts falling due after more than one year	7	(1,035,833)	(1,428,333)
Net liabilities		(1,041,990)	(1,050,827)
Capital and reserves			
Called up share capital	8	2	2
Profit and loss account		(1,041,992)	(1,050,829)
Shareholders' funds	9	(1,041,990)	(1,050,827)

These accounts were approved by the Board of Directors and signed on their behalf on 27 December 1995

Director

Mark Carpenter

SHOWART LIMITED

NOTES TO THE ACCOUNTS for the year ended 31 DECEMBER 1994

1. Accounting Policies

The financial statements have been prepared in accordance with applicable accounting standards issued by UK accountancy bodies.

The principal accounting policies of the company are set out below.

Accounting Convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents rents receivable in the period, excluding VAT, from letting the company's property.

2. Profit/(loss) on ordinary activities

1994
£

1993
£

Profit/(loss) on ordinary activities is stated after charging/(crediting):

Auditors' remuneration

1,350

2,500

Release of provision for permanent diminution in value of leasehold property

-

(125,000)

3. Taxation

£

£

Tax on profits on ordinary activities:

UK Corporation tax at 33% (1993: 33%)

-

6,270

Over provision in respect of prior years

(9,974)

-

(9,974)

6,270

SHOWART LIMITED

NOTES TO THE ACCOUNTS for the year ended 31 DECEMBER 1994 (Continued)

4. Tangible Fixed Assets

	Long Leasehold Property £
AT COST	
As at 1 January 1994	1,500,000
Disposals	(1,500,000)
	<hr/>
At 31 December 1994	-
	<hr/>
AMORTISATION	
At 1 January 1994	1,100,000
Disposals	(1,100,000)
	<hr/>
At 31 December 1994	-
	<hr/>
NET BOOK VALUE	
At 31 December 1994	-
	<hr/>
At 31 December 1993	400,000
	<hr/>

5. Debtors

	1994 £	1993 £
Other debtors	1,222	-
Due from parent company	2	2
	<hr/>	<hr/>
	1,224	2
	<hr/>	<hr/>

6. Creditors: Amounts falling due within one year

	£	£
Corporation tax	4,381	14,355
Other creditors	-	1,641
Accruals and deferred income	3,000	6,500
	<hr/>	<hr/>
	7,381	22,496
	<hr/>	<hr/>

7. Creditors: Amounts falling due after more than one year

	£	£
Due to parent company	1,035,833	1,428,333
	<hr/>	<hr/>

SHOWART LIMITED**NOTES TO THE ACCOUNTS for the year ended 31 DECEMBER 1994 (Continued)****7. Creditors (Continued)**

This loan was assigned to Trust Union Properties (Number Twenty-Three) Limited by Skillion Limited, in accordance with the sale and purchase agreement dated 18 February 1994. There is no formal agreement for this unsecured facility and no details of repayment and interest terms are available.

8. Called Up Share Capital

	1994	1993
	No.	No.
Authorised Ordinary shares of £1 each	1,000	1,000
Issued, but not paid up Ordinary shares of £1 each	2	2

9. Reconciliation of Movements on Shareholders' Funds

	£	£
Opening Shareholders' Funds	(1,050,827)	(1,188,557)
Profit for the financial year after taxation	8,837	137,730
Closing Shareholders' Funds	(1,041,990)	(1,050,827)

10. Ultimate Parent Company

At 31 December 1994, the parent company was Trust Union Properties (Number Twenty-Three) Limited, registered in England.

The ultimate parent company was T R Property Investment Trust Plc, a company registered in England. Copies of the accounts of T R Property Investment Trust Plc are available from the Company Secretary, T R Property Investment Trust Plc, 3 Finsbury Avenue, London EC2M 2PA.